

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

SCANSOFT, INC.,

Plaintiff,

V.

C.A. No. 04-10353-PBS

VOICE SIGNAL TECHNOLOGIES, INC.,
LAURENCE S. GILLICK, ROBERT S.
ROTH, JONATHAN P. YAMRON, and
MANFRED G. GRABHERR,

Defendants.

**VOICE SIGNAL TECHNOLOGIES, INC.'S
MOTION TO COMPEL PRODUCTION OF DOCUMENTS
FROM DISQUALIFIED COUNSEL GOODWIN PROCTER
AND FOR AN AWARD OF ATTORNEYS FEES**

Defendant and counterclaim plaintiff Voice Signal Technologies, Inc. (“VST”) moves pursuant to Fed. R. Civ. P. 45(c) (2)(B) to compel third-party and disqualified counsel Goodwin Proctor (“Goodwin”) to produce documents responsive to a subpoena served upon Goodwin on April 28, 2006 (the “Subpoena”) and for attorneys fees.

Goodwin has (a) refused to produce any documents responsive to the Subpoena, and (b) refused even to provide a privilege log. As is set forth more fully in the accompanying memorandum, because all of Goodwin's legal work for ScanSoft relating to Voice Signal was a violation of MRPC, Rule 1.9(a), and, therefore, impermissible, its work was not protected by the attorney-client privilege or the work product doctrine. Therefore, the documents responsive to the Subpoena should be produced. Further, as a result of Goodwin's wrongful conduct, Voice Signal incurred significant attorneys fees.

The grounds for this motion are further set forth in the accompanying memorandum and the exhibits attached thereto.

WHEREFORE, Voice Signal requests that the Court enter an order granting this motion and order Goodwin Procter to schedule and produce all documents relating to Voice Signal that it created and communicated to ScanSoft, ScanSoft's counsel or anyone else who was acting for ScanSoft; and ordering Goodwin Procter and Scan Soft to pay the reasonable cost (including the reasonable attorney's fees) incurred by Voice Signal to secure compliance with the Massachusetts Rules of Professional Conduct and the Rules of this Court, such costs to be determined by the Magistrate Judge.

Respectfully submitted,

Dated: July 17, 2006

VOICE SIGNAL TECHNOLOGIES, INC.

By its attorneys,

/s/ Wendy S. Plotkin

Robert S. Frank, Jr. (BBO No. 177240)
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CERTIFICATE PURSUANT TO LOCAL RULE 7.1

I certify that counsel for Voice Signal conferred with counsel for Goodwin Procter in an effort to resolve the issues presented in this motion and that the parties were unable to reach an agreement.

/s/ Wendy S. Plotkin

Wendy S. Plotkin

CERTIFICATE OF SERVICE

I hereby certify as follows:

This document filed through the ECF system will be sent electronically to the registered participants in the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on July 17, 2006.

/s/ Wendy S. Plotkin

Wendy S. Plotkin